



**CHAUTAUQUA INSTITUTION
BOARD OF TRUSTEES**

Saturday, February 8, 2025

DRAFT MINUTES

Trustees Present: Michelle Adelman, Matt Benson, Veronica Biggins, Laurie Branch, Rick Evans, Nancy Gibbs, Paul Hagman, Izumi Hara, Terry Horner, Candace Maxwell, Steve Messinger, Gwen Norton, Bob Obee, Rich Osborne, David Peckinpugh, Jill Penrose, Marnette Perry, Sara Ponkow, Larry Thompson, Steve Zenczak

Trustees Absent: Karen Goodell, Sarah McWilliams, Mike Metzger, David Pelton

Others Present: Sebby Baggiano, Geof Follansbee, Amy Gardner, Michael Hill, Dana Lundberg, Debbie Moore, Deborah Sunya Moore, Emily Morris, Tim Renjilian, Shannon Rozner, Laura Savia, Karen Schiavone, Angela Schuettler, John Shedd, George Snyder, Melissa Spas, Jordan Steves, Amit Taneja, Vanessa Weinert

I. Open Meeting Session I

Ms. Maxwell called the meeting to order and offered an opening prayer.

Upon motion duly made and seconded, a motion to enter Executive Session passed.

II. Executive Session

During the Executive Session, the Board discussed the President's 2024 evaluation and 2025 compensation.

III. Open Meeting Session II

Ms. Maxwell welcomed staff and gave an overview of the actions to be taken during the meeting. Ms. Maxwell noted that trustees received pre-read materials that included dashboards and other detailed materials. She cited an expectation that pre-reads were reviewed before the meeting as the Board attempts to move information sharing into the pre-reads so its time in person can be more dedicated to discussion.

A. Approval of Minutes

Upon motion duly made and seconded, the Board approved the minutes of the November 9, 2024, meeting as distributed.

Upon motion duly made and seconded, the Board approved the minutes of the December 9, 2024, meeting as distributed.

B. Report of the Chair of the Board

Ms. Maxwell thanked Ms. Perry for leading the November meeting in her absence.

Ms. Maxwell noted the Board's current work plan was included in the pre-read materials and gives trustees a sense of the topics intended for ongoing education of the Board and schedule for action items.

Ms. Maxwell has received varied feedback from trustees regarding how they would like to receive information about emails that come to the trustees@chq.org email inbox. For years, emails to this inbox have been handled by a combination of automated spam filtering and manual forwarding by the Corporate Secretary, forwarding only substantive emails and not forwarding spam. Given a recent increase in emails to that address, Ms. Maxwell and Ms. Rozner are investigating whether fully automatic forwarding rules can be implemented and will come back to the Board with potential options. When asked to comment, Ms. Rozner stated that accusations raised in community correspondence that she was withholding or censoring emails were completely untrue and insulting. She stated that the only reason trustees were receiving more forwarded emails from that inbox now than ever before is because there are more emails coming into it than ever before, not because she was previously withholding emails.

Ms. Maxwell revisited the need for a decision on whether the Institution will make statements about current events, something first discussed at the Board table eight months ago. To address this, Ms. Maxwell has created a working group charged with reviewing the experience of other institutions who have adopted these types of policies, then providing a recommendation to the Board. A suggestion that the policy be called the "Institutional Voice" policy was generally supported.

Ms. Maxwell noted the passing of Bill Karslake, a former trustee and chair of the Board, calling him a "giant" and expressing deep appreciation for the time and energy he gave to the Institution.

Ms. Maxwell led a discussion about the content of a statement the Board will make regarding the handling of an issue related to the Institution's Religion Department. Ms. Maxwell asked for comments on a circulated draft by the end of the weekend so a statement could go out the week of February 10.

Ms. Maxwell asked for reflections on a presentation given the day before by consultants regarding their proposed scope of work. Questions were raised regarding the engagement's scope and the staff's ability to support the data gathering and other work necessary during the ten weeks proposed, in light of the Board's request that staff remain laser focused in 2025 on delivering excellent operations. Trustees wondered if there was a better time to do this work. Dr. Hill noted that duties have been split among staff such that those responsible for delivering operationally and programmatically the summer season will not be involved heavily in this work. He also reminded the board that staff intends to use the engagement's recommendations to inform the 2026 budget and to do so required that it be completed by September, when budget preparation ramps up. Discussion occurred regarding whether the engagement should deliver a few bold ideas for change or several incremental recommendations. Finally, discussion also occurred regarding whether the consultants should make recommendations about the organization's workforce structure given its impact on budget. The working group for this project will take the Board's input under advisement in determining next steps. Dr. Branch noted a budget amendment for the fee amount will be put forward for approval through the Budget & Finance Committee.

C. Report of President

Dr. Hill asked trustees to review the materials in the pre-read booklet regarding the 2025 program update, noting that staff hopes to present to the Board about this in May. He added his gratitude for and admiration of Bill Karslake, and told trustees a memorial service will occur for Mr. Karslake on the grounds this summer.

Dr. Hill shared that increased funding for ticketing and information staff is showing good returns. Eighty percent of post-transaction surveys rate their service a 4 or 5 out of 5.

Mr. Taneja is beginning an additional role as Senior Vice President of Community Relations. Dr. Hill noted that while the title has remained, the job description for this role has changed. Mr. Taneja is focusing primarily on relationships with community groups. He underscored that these were additional duties and not an indication of any lessening by the Institution of its commitment to inclusion, diversity, equity and accessibility, for which Mr. Taneja was originally hired and which effort he will continue to lead.

Dr. Hill offered several quick points of information:

- Issues with the cinema have been addressed and it will be open during the 2025 season.
- Staff are working on renovations to the coffee gazebo hoping it can be utilized for coffee service this summer. He cautioned that the work will be extensive and expensive.
- Special Studies is on track for release of the schedule and opening of registration prior to season.
- There were a record number of donations in 2024, and the Boundless Campaign ended 2024 at \$143 million raised toward the \$150 million goal.
- Construction has begun on the Roe Green Theater Building and Greene Family Commons (Phase I).
- The Institution is working with other tourism-reliant entities in the region to bring commercial air service back to Jamestown Airport.

Dr. Hill reported on a series of visits with staff at Colonial Williamsburg, which has successfully turned around hotel operations that were losing money and are now very profitable.

Dr. Hill updated the trustees on work by our Communications and Safety & Security Departments related to the start of a criminal trial in Mayville at which staff will be called as witnesses.

D. Committee and Other Reports

1. Executive Committee

Ms. Maxwell reported the Executive Committee met twice since the Board's last meeting to review this meeting's agenda; approve amendments to the independence certification for the Audit Committee; approve senior staff salaries as recommended by the Human Resources & Compensation Committee; and review Dr. Hill's 2024 evaluation.

2. Budget & Finance Committee

Upon motion duly made by the Chair of the Budget & Finance Committee, the Board approved a budget amendment to allow for the reclassification of a \$200,000 management fee from reduction in expenses to other income.

The reclassified fee relates to funding of Jefferson Project work on the lake.

Upon motion duly made by the Chair of the Budget & Finance Committee, the Board approved two exceptions to the Expenditures Policy's competitive bidding requirement, one related to a waste management contract with no acceptable competitors and the other related to a contract for installation of equipment that needs to utilize the same contractor as previous installations.

Dr. Branch noted that a draft Investment Policy was included for review in the pre-read materials and the Board will be asked to approve it in May. The policy is a codification of management's existing practices. Trustees asked that committees identify what other areas may need policies adopted to codify practice.

3. Marketing & Brand Strategy Committee

Because Mr. Peckinpugh needed to depart the meeting early, Ms. Weinert reported the committee is supportive of the marketing plan for 2025-2027 after reviewing its key objectives and benchmarks. She also reported that the Institution's website will be overhauled in 2026.

4. Nominating & Governance Committee

Mr. Zenczak reported the committee is on track to nominate a board chair at or before the May meeting. He requested that trustees put forward potential trustee candidates. Finally, he requested that trustees update their skills profiles in the Board portal to aid the committee in its work.

5. Audit Committee

Ms. Norton reported that the Audit Committee met in January to discuss certification of its members' independence and held most of the meeting in executive session.

6. Human Resources & Compensation Committee

Ms. Penrose noted that much of the committee's work had been discussed in the morning's executive session and the only note to add was that the committee's dashboard will be more populated with data at the May meeting.

7. Development Council

Mr. Osborne reported the Development Council will recommend sunseting policies at the May meeting, most of which have been subsumed within the Institution's Gift Acceptance Policy. Those policies were included for review in the pre-read materials.

He reported the Advancement staff has filled all open positions but one.

He also reported the Chautauqua Fund did not reach its 2024 goal, while dramatically exceeding overall fundraising for the year. Advancement staff are still working to better understand trends, but they know, for instance, that property owner donations fell to below pre-pandemic levels in 2024. They believe these results are likely due to the fact that a threatened donor strike in 2023 led many Fund donors to increase their 2023 giving, but more of them than expected returned to their traditional giving levels in 2024. Also, across the non-profit world, donors want to specify where their gifts are going to a degree more than Fund giving is set up to provide for. Mr. Osborne stressed that the Council does not believe this indicates a philanthropy downturn. More funds were raised than budgeted, in fact, but the funds came in different "buckets" than expected.

Mr. Osborne further reported that the Development Council approved revisions to the Institution's and Foundation's gift acceptance policies.

The Council was encouraged to interface with the CPOA on data they collected regarding property owner sentiments and giving patterns.

8. Architectural Review Board

Ms. Hara reported that the Architectural Review Board heard three cases in February. They approved two. After extensive discussion, the owner on the third withdrew the application and will resubmit it.

9. Chautauqua Hotel Board

Mr. Hagman highlighted from the pre-read materials the hotel favorably exceeded budget in 2024 and thanked the staff who made that happen.

E. Report of the Chautauqua Foundation

Mr. Renjilian reported the Foundation will meet in March. He also reported the Foundation's net assets increased by \$16 million in 2024 to \$152 million. \$145 million is invested assets in the endowment and the rest is receivables and other assets. The endowment had an 11.4% return on investment in 2024 and received new gifts of \$5.3 million dollars, favorably exceeding budget by \$300,000. The Foundation had \$5.9 million in expenses in 2024, \$5.1 million of which was the payout to the Institution. Finally, Mr. Renjilian reported the Foundation expects the 2025 payout to the Institution to be \$5.4 million.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Shannon D. Rozner, J.D.
Corporate Secretary
Chautauqua Institution Board of Trustees